

Just before Christmas, ISS <u>announced</u> its <u>2024 Benchmark Policy Updates</u>, which will be effective for meetings on or after February 1, 2024. They also released an <u>Americas Policy Updates</u> document. As we <u>blogged</u> when ISS opened its proposed policy changes for comment, there are no changes to the US Benchmark Proxy Voting Guidelines.

The one update for US companies is a clarification that codifies ISS's case-by-case approach on shareholder proposals seeking shareholder ratification of golden parachute and severance arrangements or payments (see page 3 of the Americas Policy Updates). This updated policy harmonizes the factors used to analyze both regular termination severance and change-in-control severance and clarifies the key factors considered in such case-by-case analysis.

Having scarcely any changes to ISS voting policies for US companies is quite a rarity! In addition, ISS' ESG group published a thought leadership report, "2023 Global Climate Change Update," which isn't related to ISS voting guidelines - but is good information if you're interested in climate change issues.

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